

THE
GREENBRIER
COMPANIES

The Greenbrier Companies, Inc.

One Centerpointe Drive Suite 200
Lake Oswego Oregon 97035
503 684 7000 Fax 503 684 7553

December 1, 1998

RECORDATION NO. 21316-I FILED

DEC 7 '98

1-26PM

DEC 7 1 26 PM '98

RECEIVED
SURFACE TRANSPORTATION
BOARD

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, D.C. 20423-0001

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301 are three (3) original copies and two (2) photocopies of Rider No. 5 Dated as of October 23, 1998 to Memorandum of Lease Agreement dated as of November 19, 1997, a secondary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

This document relates to the Memorandum of Lease Agreement dated as of November 19, 1997, which was duly filed and recorded on April 6, 1998 and assigned Recordation Number 21316.

The names and addresses of the parties to the enclosed document are:

LESSOR: Greenbrier Leasing Corporation
One Centerpointe Drive, Suite 200
Lake Oswego, Oregon 97035

LESSEE: Minnesota, Dakota & Western Railway Company
101 Second Street
International Falls, MN 58649

A description of the railroad equipment covered by the enclosed document is:

One-hundred (100) 73-foot center partition flatcars marked and numbered as follows:

IBT 20615 through IBT 20714, inclusive.

Mr. Vernon A. Williams
December 1, 1998
Page 2

Also enclosed is a payment of \$26 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document not needed for your files to the undersigned.

A short summary of the enclosed secondary document to appear in the Commission's Index is:

Memorandum of Lease for Rider No. 5 dated as of October 23, 1998 to Lease Agreement dated as of November 19, 1997 covering one-hundred (100) 73-foot center partition flatcars marked and numbered IBT 20615 through IBT 20714, inclusive.

Sincerely,



Janet E. Johnston
Assistant to the
Executive Vice President

jej
Enclosure

cc: Robert W. Alvord, Esq.

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423-0001

OFFICE OF THE SECRETARY

Janet E. Johnston
The Greenbrier Companies, Inc.
One Centerpointe Drive, Ste. 200
Lake Oswego, Oregon 97035

Date: 12/7/98

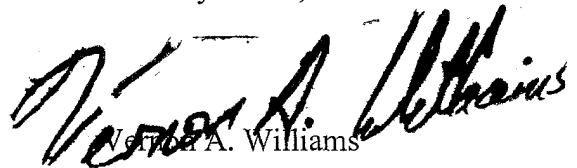
Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301

and 49 CFR 1177.3(c), on 12/7/98 at 1:26PM , and

assigned recordation number(s). 21838, 21316-H and 21316-I. ✓

Sincerely Yours,

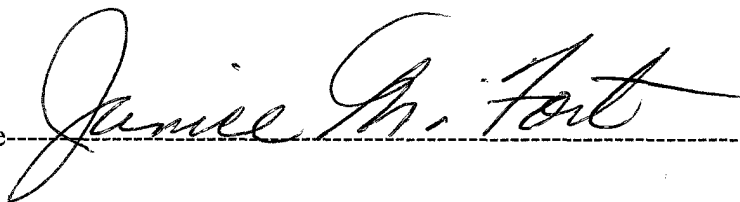

Vernon A. Williams

Enclosure(s) (3)

78.00

\$_____ The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid. In the event of an error or any questions concerning this fee, you will receive a notification after the Surface Transportation Board has an opportunity to examine your document.

Signature



RECORDATION NO. 21316-7 FILED

DEC 7 '98 1-26 PM

MEMORANDUM OF LEASE AGREEMENT

BETWEEN

GREENBRIER LEASING CORPORATION ("LESSOR")

AND

MINNESOTA, DAKOTA & WESTERN RAILWAY COMPANY ("LESSEE")

NOVEMBER 19, 1997

RIDER NO. 5 DATED AS OF OCTOBER 23, 1998

Memorandum of a Lease Agreement made and entered into as of November 19, 1997, with Rider No. 5 dated October 23, 1998, by and between Greenbrier Leasing Corporation, a Delaware corporation, ("Lessor") Minnesota, Dakota & Western Railway Company, a Minnesota corporation ("Lessee").

WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor one hundred (100) 73-foot center partition flatcars marked and numbered as follows:

IBT 20615 through IBT 20714, inclusive

2. The Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the Lease Term, as defined in the Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

GREENBRIER LEASING CORPORATION

By: Norris M. Webb, E.V.P.

MINNESOTA, DAKOTA & WESTERN RAILWAY
COMPANY

ok
pm
By: James E. Gordon

STATE OF OREGON

)

) ss.

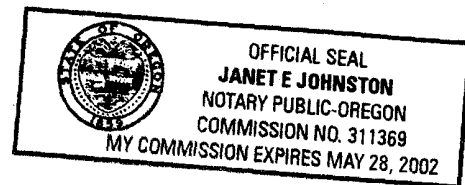
COUNTY OF CLACKAMAS

)

On this 18th day of November, 1998, before me personally appeared Norriss M. Webb, to me personally known, who being by me duly sworn, says that he is the Executive Vice President of GREENBRIER LEASING CORPORATION that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Janet E. Johnston
NOTARY PUBLIC

My commission expires: 5/28/2002



STATE OF IDAHO

)

) ss.

COUNTY OF ADA

)

On this 12th day of November, 1998, before me personally appeared Karen E. Gowland, to me personally known, who being by me duly sworn, says that ~~he~~ ^{her} is the Vice President of MINNESOTA, DAKOTA & WESTERN RAILWAY COMPANY that the foregoing instrument was signed on behalf of said corporation, and ~~he~~ ^{her} acknowledged that the execution of the said instrument was ~~his~~ ^{her} free act and deed.

Cherie H. Anderson
NOTARY PUBLIC

My commission expires: 8/5/2003

